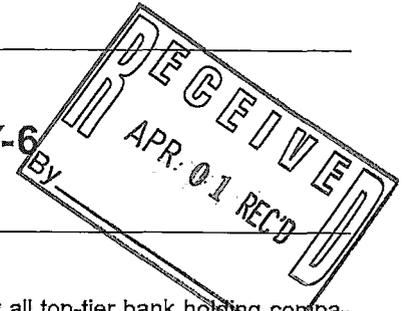


Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6



Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2012

Month / Day / Year

I, W. Wade Huth

Name of the Holding Company Director and Official

President and CEO

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

First Baldwin Bancshares, Inc.

Legal Title of Holding Company

P. O. Box 1270

(Mailing Address of the Holding Company) Street / P.O. Box

Foley

City

AL

State

36536

Zip Code

1207 N McKenzie Street 36535

Physical location (if different from mailing address)

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Person to whom questions about this report should be directed:

Charles H. Sherer, Jr.

Name

CPA

Title

205-326-0402

Area Code / Phone Number / Extension

205-326-3384

Area Code / FAX Number

csherer@msdudley.com

E-mail Address

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Wade Huth

Signature of Holding Company Director and Official

3/28/13

Date of Signature

Address (URL) for the Holding Company's web page

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID

3466371

C.I.

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Revised 5-13-13

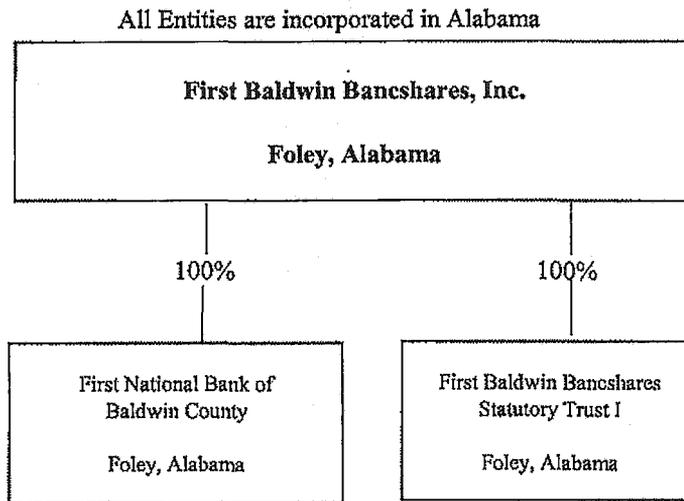
Form FR Y-6

First Baldwin Bancshares, Inc.
Foley, Alabama
Fiscal Year Ending December 31, 2012

Report Item

1: The annual report will be sent when completed.

2a: Organizational Chart



2b: Submitted via email on 3/06/2013

BA27937

Results: A list of branches for your depository institution: FIRST NATIONAL BANK OF BALDWIN COUNTY (ID_RSSD: 3077937). This depository institution is held by FIRST BALDWIN BANCSHARES, INC. (3466371) of FOLEY, AL. The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

Actions

- OK:** If the branch information is correct, enter 'OK' in the **Data Action** column.
- Change:** If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
- Close:** If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
- Delete:** If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
- Add:** If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information. If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add. The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office
OK		Full Service (Head Office)	3077937	FIRST NATIONAL BANK OF BALDWIN COUNTY	1207 NORTH MCKENZIE ST	FOLEY	AL	36535	BALDWIN	UNITED STATES	359048		FIRST NATIONAL BANK OF BALDWIN COUNTY
OK		Full Service	3802269	DAHPNE BRANCH /	1415 HIGHWAY 98	DAHPNE	AL	36526	BALDWIN	UNITED STATES	476646		FIRST NATIONAL BANK OF BALDWIN COUNTY
OK		Full Service	3183249	FAIRHOPE BRANCH /	408 FAIRHOPE AVENUE	FAIRHOPE	AL	36532	BALDWIN	UNITED STATES	418587		FIRST NATIONAL BANK OF BALDWIN COUNTY
OK		Full Service	3641404	GULF SHORES OFFICE /	205 EAST 20TH AVENUE	GULF SHORES	AL	36542	BALDWIN	UNITED STATES	364335		FIRST NATIONAL BANK OF BALDWIN COUNTY
OK		Full Service	3480630	ORANGE BEACH BRANCH /	25556 CANAL ROAD	ORANGE BEACH	AL	36561	BALDWIN	UNITED STATES	462229		FIRST NATIONAL BANK OF BALDWIN COUNTY

Head Office ID_RSSD*	Comments
3077937	
3077937	
3077937	
3077937	
3077937	

Revised

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December 31, 2012

Report Item 3: Shareholders

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-12			Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-12		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & % of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number & % of Each Class of Voting Securities
Robert C. Sansing Pensacola, FL, USA	USA	143,743 - 8.72% Common	None		
Rodney A. Pilot Mobile, Alabama USA	USA	148,099 - 8.98% Common			

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December 31, 2012

Report Item 4: Directors & Officers

(1) (2) (3)(a)(b)(c) & (4)(a)(b)(c)

(1) Names & Address	(2) Principal occupation if other than with Bank Holding Co.	(3)(a) Title & Position with Bank Holding Co.	(3)(b) Title & Position with Bank	(3)(c) Title & Position with other businesses (include name of other businesses)	(4)(a) % of voting shares in Bank Holding Co.	(4)(b) % of voting shares in Bank	(4)(c) List names of other companies includes partnerships) if 25% or more of voting securities are held (list companies & % of voting securities held)
Vincent A.Boothe Fairhope, AL, USA	Contractor	Director	Director Chairman of the Board	CEO Jim Boothe Contracting & Supply Co., Inc. Daphne, AL	2.18%	None	Jim Boothe Contracting & Supply Co., Inc - 95%
John Coleman Bryars Bay Minette, AL, USA	Abstractor	Director	Director	President/Owner Alabama Land Title, Company, Inc. Bay Minette, AL	1.72%	None	Alabama Land Title Company, Inc. - 50% Crazy Diamond, LLC - 100% Warehouse, LLC - 100% Crazy Idea LLC - 50% Triple Tail LLC - 98%
Eleanor K. Flowers Cantoment, FL, USA	Realtor	Director	Director	Secretary/Partner Remax Horizons Realty, Inc. Pensacola, FL	2.82%	None	Remax Horizons Realty, Inc. - 43%
Richard R. McAlpin Pensacola, FL, USA	Motel Owner	Director	Director	Director Bank of Pensacola Pensacola, FL	3.47%	None	Beach House LLC - 30% Thor Capital LLC - 100%
Hollis D. Meser Orange Beach, FL, USA	Real Estate Sales	Director	Director	Real Estate Sales Ono Realty, Inc. Orange Beach, AL Retired - Army Officer Director JHPW, LLC Gulf Shores, AL	2.28%	None	JHPW, LLC - 25% (Wife also owns 25%)
Gerald E Redmon Bay Minette, AL, USA	Construction	Director	Director	President Bayshore Construction Co., Inc Bay Minette, AL	3.52%	None	Owner Bayshore Construction Co.

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Report Item 4: Directors & Officers

(1) (2) (3)(a)(b)(c) & (4)(a)(b)(c)

(1) Names & Address	(2) Principal occupation if other than with Bank Holding Co.	(3)(a) Title & Position with Bank Holding Co.	(3)(b) Title & Position with Bank	(3)(c) Title & Position with other businesses (include name of other businesses)	(4)(a) % of voting shares in Bank Holding Co.	(4)(b) % of voting shares in Bank	(4)(c) List names of other companies includes partnerships) if 25% or more of voting securities are held (list companies & % of voting securities held)
Donald P. Robinson Bay Minette, AL, USA	Retired	Chairman	Director	Chairman Superior Petroleum Services Saraland, AL Chairman Cmi Solutions, Inc. Charlotte, NC Partner D&B, LLC Bay Minette, AL Partner Catawba Land LLC Bay Minette, AL	3.80%	None	Superior Petroleum Service, Inc. - 45% Cmi Solutions, Inc. - 42.5%
Robert C. Sansing Pensacola, FL, USA	Owner Automobile Dealership	Director	Director	President: Sandy Sansing Chevrolet Sandy Sansing Nissan Holding, Inv. Southern Chevrolet-Olds Sandy Sansing Imports Holding, Inc. Sandy Sansing Cars dba Sandy Sansing Mazda Sandy Sansing Chrysler Holdings Colony House Ventures, Inc. H&D Ventures	8.72%	None	Sandy Sansing Chevrolet - 90% Sandy Sansing Nissan Holding - 90% Southern Chevrolet - 77% Sandy Sansing Imports Holding - 100% Sandy Sansing Cars Holdings, Inc. Sansing Mazda - 72% Colony House Ventures - 100% H&D Ventures - 60%

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Report Item 4: Directors & Officers

(1) (2) (3)(a)(b)(c) & (4)(a)(b)(c)

(1) Names & Address	(2) Principal occupation if other than with Bank Holding Co.	(3)(a) Title & Position with Bank Holding Co.	(3)(b) Title & Position with Bank	(3)(c) Title & Position with other businesses (include name of other businesses)	(4)(a) % of voting shares in Bank Holding Co.	(4)(b) % of voting shares in Bank	(4)(c) List names of other companies includes partnerships) if 25% or more of voting securities are held (list companies & % of voting securities held)
				Heartbeat of Pensacola, Inc.			Heartbeat of Pensacola - 100%
				RCS Properties of Alabama			RCS Properties of Alabama - 100%
				RCS Properties & Designs of Pensacola II, Inc.			RCS Properties & Designs of Pensacola II - 100%
				Sandy Sansing of Santa Rosa			Sandy Sansing of Santa Rosa - 100%
				Sansing Family Partnership, LLC			Sansing Family Partnership - 100%
				Sansing Foundation, Inc.			Sansing Foundation - 100%
				Fairhope LLC			Fairhope LLC - 100%
				Nice Cars, Inc.			Nice Cars, Inc. - 70% SGM Partners, Inc. - 33%
				President Security First Warranty Corp. Pensacola, FL			
David P. Shepherd Fairhope, AL, USA	Attorney	Director	Director	David P. Shepherd Attorney at Law	3.42%	None	None
W. Wade Neth Robertsdale, AL USA		Director President CEO	Director President CEO		0.04	None	None